

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

RALPH S. JANVEY, <i>et al.</i> ,	§	
	§	
Plaintiffs,	§	
	§	
v.	§	Civil Action No. 3:10-CV-0527-N
	§	(JURY TRIAL DEMANDED)
BEN BARNES, <i>et al.</i> ,	§	
	§	
Defendants.	§	

**APPENDIX IN SUPPORT OF BEN BARNES GROUP, L.P.'S  
MOTION FOR SUMMARY JUDGMENT**

Defendant Ben Barnes files this Appendix in Support of his Motion for Summary Judgment (the "Motion"). Defendant Ben Barnes incorporates the contents of the Appendix for all purposes within Barnes's Motion.

	<b><u>Document Description</u></b>	<b><u>Appendix Page Numbers</u></b>
A.	Affidavit of Ben Barnes	App. 003-005
B.	Affidavit of Kerri Campbell Renouf	App. 006-013
C.	Certified Copies from the Office of the Texas Secretary of State related to Ben Barnes Group, L.P.	App. 014-018
D.	Certified Copies from the Office of the Texas Secretary of State related to Entrecorp Management, Inc.	App. 019-024

Respectfully submitted,

**WINSTEAD PC**

By: /s/ Jay Madrid

Jay J. Madrid  
State Bar No. 12802000  
Kristen L. Sherwin  
State Bar No. 24043918  
Stephen R. Clarke  
State Bar No. 24069517  
500 Winstead Building  
2728 N. Harwood Street  
Dallas, Texas 75201  
(214) 745-5618 (phone)  
(214) 745-5390 (fax)  
[jmadrid@winstead.com](mailto:jmadrid@winstead.com)  
[ksherwin@winstead.com](mailto:ksherwin@winstead.com)  
[sclarke@winstead.com](mailto:sclarke@winstead.com)

**ATTORNEYS FOR DEFENDANT  
BEN BARNES**

**CERTIFICATE OF SERVICE**

I hereby certify that on February 10, 2015, I electronically filed the foregoing document with the Clerk of the Court for the Northern District of Texas, Dallas Division, by using the CM/ECF system which will send notification of such filing to all CM/ECF participants and counsel of record.

/s/ Jay Madrid  
Jay J. Madrid

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

RALPH S. JANVEY, *et al.*,

Plaintiffs,

v.

BEN BARNES, *et al.*,

Defendants.

§  
§  
§  
§  
§  
§  
§  
§  
§

Civil Action No. 3:10-CV-0527-N  
(JURY TRIAL DEMANDED)

**AFFIDAVIT OF BEN BARNES**

DISTRICT OF COLUMBIA §  
§  
WASHINGTON, D.C. §

BEFORE ME, the undersigned authority, a notary public in and for the aforesaid county and state on this day personally appeared Ben Barnes, known to me to be the person whose name is subscribed hereto and did depose and say:

1. My name is Ben Barnes. I am over the age of 21 years, and have never been convicted of a felony, and am competent to testify to the matters set forth in this Affidavit and I have personal knowledge of the facts set forth herein.

2. I make this Affidavit in support of a Motion for Summary Judgment filed on my individual behalf in the above referenced lawsuit.

3. I am employed by the Ben Barnes Group, L.P. ("BBG"), a Texas limited partnership. I serve as the President and Secretary of the General Partner of BBG, Entrecorp Management Inc. ("EMI"). I have served in that position since the formation of BBG. In 2003,

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AFFIDAVIT OF BEN BARNES

Page 1

Exhibit "A"

the name of the partnership was changed from its original name, Entrecorp, L.P. to its current name of BBG.

4. At all times relevant to this Affidavit, the General Partner of BBG has been (and currently is) EMI, a Texas corporation of which I am the sole shareholder. I am not currently, nor have I been at any time relevant to this matter, the General Partner of BBG and to the extent I so indicated in my deposition, such statement was incorrect. I have corrected that testimony on the errata sheet to my deposition.

5. BBG provides counseling, lobbying and governmental relations services to individuals and entities in the United States and abroad. From sometime in the early 2000's (approximately 2003) BBG was retained by and provided consulting, governmental relations and (to a lesser extent) lobbying services to Stanford Financial Group and certain of its entities (collectively, "SFG").

6. At no time did SFG retain me, individually, to provide services to them. Any work which I performed on behalf of SFG was done in my capacity as an employee of BBG and not individually.

7. In order to perform and accomplish the services requested by SFG, BBG retained the services of certain third-party contractors, including Robert Mitchell Delk, Chesapeake Enterprises, Inc., Cauthen Forbes & Williams LLC and Synergics Energy Services LLC, among others. Each of these third-party contractors was approved by and paid for their services by SFG.

8. BBG served as a form of clearing house for these third-party contractors, who submitted their invoices for services rendered to BBG. The arrangement with SFG called for

---

SFG to forward funds through BBG and those funds would in turn then be used to pay the invoices to the third-party contractors. SFG approved of the engagement of and services provided by the third-party contractors.

9. BBG sent all invoices for its services and the services of the third-party contractors to SFG. At no time did I invoice SFG in my individual capacity for services rendered.

10. SFG wrote all checks and paid all funds for services rendered by BBG and the third-party contractors to BBG. SFG did not write any checks and pay any funds to me in my individual capacity. I received no direct payments from SFG and have not acquired an ownership interest in the funds paid to BBG by SFG.

11. At no time did I, in my individual capacity, have dominion or control over the funds paid to BBG by SFG.

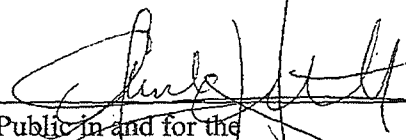
12. I receive a salary from BBG as an employee, but I have not received a distribution from or share of the funds paid to BBG by SFG.

Further affiant saith not.

  
Ben Barnes

SUBSCRIBED AND SWORN TO BEFORE ME this 10<sup>th</sup> day of February 2015, to certify which witness my hand and official seal.



  
Notary Public in and for the  
District of Columbia

AFFIDAVIT OF BEN BARNES

Page 3

IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

RALPH S. JANVEY, <i>et al.</i> ,	§	
	§	
Plaintiffs,	§	
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	§	(JURY TRIAL DEMANDED)
BEN BARNES, <i>et al.</i> ,	§	
	§	
Defendants.	§	

**AFFIDAVIT OF KERRI CAMPBELL RENOUF**

STATE OF TEXAS       §  
                                  §  
COUNTY OF TRAVIS   §

BEFORE ME, the undersigned authority, a notary public in and for the aforesaid county and state on this day personally appeared Kerri Campbell Renouf, known to me to be the person whose name is subscribed hereto and under oath did depose and say:

1. My name is Kerri Campbell Renouf. I am over the age of twenty-one years, have never been convicted of a felony, I am competent to testify to the matters set forth in this Affidavit and I have personal knowledge of the facts set forth herein.

2. I make this affidavit in support of the Motion for Summary Judgment filed in the above referenced lawsuit on behalf of Ben Barnes, Individually who I understand is named as one of the Defendants in this case.

3. I am employed by the Ben Barnes Group, L.P. ("BBG") in Austin, Texas, as the Director of Finance and Human Resources. I have been in that position since June of 2006 when I first joined BBG.

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AFFIDAVIT OF KERRI CAMPBELL RENOUF

Page 1

**Exhibit "B"**

4. I am familiar with the accounting system used by BBG in connection with the issuance of invoices to clients of the company as well as receipt from those clients in payment of invoices. I am the custodian of the financial records relating to BBG and have been since my employment began.

5. When I first became employed by BBG, I became aware that Stanford Financial Group ("SFG") was an existing client of the firm and they were so depicted in our accounting system. Thus, BBG had done work for SFG prior to my arrival. After June 2006, I personally oversaw the issuance of invoices to Stanford Financial as well as the application of any payments by SFG.

6. While there was, to my knowledge, no written contract between BBG and SFG concerning the work to be done on behalf of SFG, I was directed by one of the members of the executive group of BBG (Kent Caperton, Wyeth Wiedeman or Ben Barnes, regarding amounts to bill to SFG.

7. In addition to issue invoices and applying payments concerning SFG, I was aware that BBG had retained certain third-party contractors (consultants) to perform work on behalf of SFG. Thus, in my capacity as Director of Finance, I would receive invoices from the various contractors hired to perform services for SFG and, upon receipt of payment from SFG, I would then forward funds to the individual contractors in payment of their respective invoices.

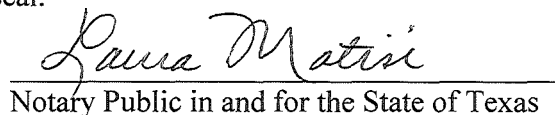
8. All of the payments that were made by SFG were made, according to our records, by a Stanford Entity, most typically SFG. To my knowledge, no payments were ever made to BBG by Alan Stanford, individually.

9. Attached to this Affidavit as Exhibit B-1 are summaries that I created depicting payments received from SFG (called simply "Stanford"), invoices issued by BBG or by the individual contractors, and a breakdown of amounts received from SFG by BBG from 2005 through termination of services rendered by BBG in early 2009. As reflected on the summary attached as Exhibit B-1, any monies that were received from SFG were received by BBG and not by Ben Barnes individually; represented payments for invoices rendered by BBG; were for services performed by employees of BBG; or were in payment of invoices issued by one or more of the contractors. The monies paid by SFG to BBG went into BBG's checking account and were used for payment of BBG expenses, including payroll for BBG employees. At no time were distributions made to Ben Barnes individually from funds received from SFG. No separate distributions were made from any monies that were received from SFG from the time I joined the organization through early 2009.

Further affiant saith not.

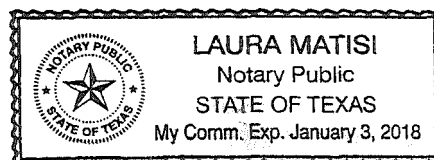
  
Kerri Renouf

SUBSCRIBED AND SWORN TO BEFORE ME this 30th day of January 2015, to certify which witness my hand and official seal.

  
Notary Public in and for the State of Texas

My Commission Expires:

1.3.18





## Accounting Notes on Kerri's Computer



7532

Exhibit "B-1"

Stanford				Ben Barnes Group		Capitol Counsel John Raffaelli	Cauthen Forbes & Williams Jeff Forbes	Chesapeake Enterprises Scott Reed	Mitch Delk	Sharp & Barnes Jim Sharp
Date	Amount Billed	Date	Amount Paid	Amount Received		Amount Received	Amount Received	Amount Received	Amount Received	Amount Received
Feb-07	325,000.00	02/22/2007	325,000.00	300,000.00					25,000.00	
Mar-07	325,000.00	04/17/2007	325,000.00	300,000.00					25,000.00	
Mar-07	-									
Apr-07	-									
May-07	-									
Jun-07	-									
Jul-07	265,000.00	07/02/2007	265,000.00	200,000.00		20,000.00		10,000.00	25,000.00	10,000.00
Aug-07	265,000.00	08/02/2007	265,000.00	190,000.00		20,000.00	10,000.00	10,000.00	25,000.00	10,000.00
Sep-07	265,000.00	09/18/2007	265,000.00	190,000.00		20,000.00	10,000.00	10,000.00	25,000.00	10,000.00
Oct-07	265,000.00	10/19/2007	265,000.00	190,000.00		20,000.00	10,000.00	10,000.00	25,000.00	10,000.00
Nov-07	265,000.00	12/10/2007	265,000.00	190,000.00		20,000.00	10,000.00	10,000.00	25,000.00	10,000.00
2007 Subtotal			1,975,000.00	1,560,000.00		100,000.00	40,000.00	50,000.00	175,000.00	50,000.00
Dec-07	265,000.00	06/02/2008	265,000.00	190,000.00		20,000.00	10,000.00	10,000.00	25,000.00	10,000.00
Jan-08	75,000.00	02/29/2008	75,000.00	10,000.00		20,000.00	10,000.00	10,000.00	25,000.00	
Feb-08	75,000.00	02/29/2008	75,000.00	10,000.00		20,000.00	10,000.00	10,000.00	25,000.00	
Mar-08	55,000.00	04/30/2008	50,000.00	(5,000.00)		20,000.00	10,000.00		25,000.00	
Apr-08	55,000.00	04/30/2008	50,000.00	(5,000.00)		20,000.00	10,000.00		25,000.00	
May-08	55,000.00	06/02/2008	55,000.00	-		20,000.00	10,000.00		25,000.00	
Jun-08	55,000.00	06/02/2008	55,000.00	-		20,000.00	10,000.00		25,000.00	
Jul-08	55,000.00	07/18/2008	55,000.00	-		20,000.00	10,000.00		25,000.00	
Aug-08	55,000.00	08/18/2008	55,000.00	-		20,000.00	10,000.00		25,000.00	
Sep-08	55,000.00	10/24/2008	55,000.00	-		20,000.00	10,000.00		25,000.00	
Oct-08	55,000.00	10/24/2008	55,000.00	-		20,000.00	10,000.00		25,000.00	
Nov-08	55,000.00	11/07/2008	55,000.00	-		20,000.00	10,000.00		25,000.00	
2008 Subtotal			900,000.00	200,000.00		240,000.00	120,000.00	30,000.00	300,000.00	10,000.00
Dec-08	55,000.00	02/13/2009	55,000.00	-		20,000.00	10,000.00		25,000.00	
Jan-09	55,000.00	02/13/2009	55,000.00	55,000.00						
Feb-09	55,000.00									
Mar-09	55,000.00									
2009 Subtotal			110,000.00	55,000.00		20,000.00	10,000.00	0.00	25,000.00	0.00
TOTAL	3,105,000.00		2,985,000.00	1,815,000.00		360,000.00	170,000.00	80,000.00	500,000.00	60,000.00

## Other Stanford Payments

Oct-08	173,000.00	10/03/2008	173,000.00	all paid to Synergistics Energy
Feb-06	500,000.00	02/28/2006	500,000.00	BBG Consulting
Jan-06	20,000.00	01/19/2006	20,000.00	BBG - America's Third Border Report
Jun-05	1,000,000.00	06/30/2005	1,000,000.00	BBG Consulting
			<u>1,693,000.00</u>	

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Team Member	Invoiced	Paid by BBG	Balance Due to Team Member	SF Funds Received
<b>Capitol Counsel, LLC</b>				
July	20,000.00	20,000.00	0.00	yes
August	20,000.00	20,000.00	0.00	yes
September	20,000.00	20,000.00	0.00	yes
October	20,000.00	20,000.00	0.00	yes
November	20,000.00	20,000.00	0.00	yes
December	20,000.00	20,000.00	0.00	no
January	20,000.00	-	20,000.00	no
February	20,000.00	-	20,000.00	no
	<u>\$ 160,000.00</u>	<u>\$ 120,000.00</u>	<u>\$ 40,000.00</u>	
<b>Cauthen Forbes &amp; Williams</b>				
July	10,000.00	10,000.00	0.00	yes
August	10,000.00	10,000.00	0.00	yes
September	10,000.00	10,000.00	0.00	yes
October	10,000.00	10,000.00	0.00	yes
November	10,000.00	10,000.00	0.00	yes
December	10,000.00	10,000.00	0.00	no
January	10,000.00		10,000.00	no
February	10,000.00		10,000.00	no
	<u>\$ 80,000.00</u>	<u>\$ 60,000.00</u>	<u>\$ 20,000.00</u>	
<b>Chesapeake Enterprises, Inc.</b>				
July	10,000.00	10,000.00	0.00	yes
August	10,000.00	10,000.00	0.00	yes
September	10,000.00	10,000.00	0.00	yes
October	10,000.00	10,000.00	0.00	yes
November	10,000.00	10,000.00	0.00	yes
December	10,000.00		10,000.00	no
January	10,000.00		10,000.00	no
February	10,000.00		10,000.00	no
	<u>\$ 80,000.00</u>	<u>\$ 50,000.00</u>	<u>\$ 30,000.00</u>	
<b>Mitch Delk</b>				
July	25,000.00	25,000.00	0.00	yes
August	25,000.00	25,000.00	0.00	yes
September	25,000.00	25,000.00	0.00	yes
October	25,000.00	25,000.00	0.00	yes
November	25,000.00	25,000.00	0.00	yes
December	25,000.00	25,000.00	0.00	no
January	25,000.00		25,000.00	no
February	25,000.00		25,000.00	no
	<u>\$ 200,000.00</u>	<u>\$ 150,000.00</u>	<u>\$ 50,000.00</u>	
<b>Sharp &amp; Associates</b>				
July	10,000.00	10,000.00	0.00	yes
August	10,000.00	10,000.00	0.00	yes

September	10,000.00	10,000.00	0.00	yes
October	10,000.00	10,000.00	0.00	yes
November	10,000.00	10,000.00	0.00	yes
December	10,000.00		10,000.00	no
January	10,000.00		10,000.00	no
February	10,000.00		10,000.00	no
	<u>\$ 80,000.00</u>	<u>\$ 50,000.00</u>	<u>\$ 30,000.00</u>	
<b>TOTAL TO-DATE</b>	<b>\$ 600,000.00</b>	<b>\$ 430,000.00</b>	<b>\$ 170,000.00</b>	

7535

**Stanford Financial Subcontractor Payment Schedule**

Capitol Counsel, LLC	\$	20,000.00
Cauthen Forbes & Williams	\$	10,000.00
Chesapeake Enterprises, Inc.	\$	10,000.00
Mitch Delk	\$	25,000.00
Sharp & Associates	\$	10,000.00
	\$	<u>75,000.00</u>

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Coby Shorter, III  
Deputy Secretary of State

## Office of the Secretary of State

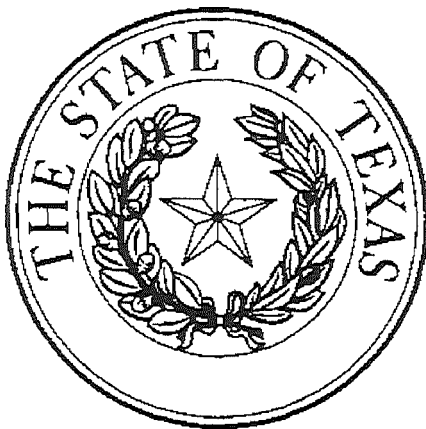
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Ben Barnes Group, L.P.  
Filing Number: 800040575

Certificate of Limited Partnership  
Amended Certificate of Limited Partnership  
Periodic Report

December 28, 2001  
December 09, 2003  
February 02, 2011

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 29, 2015.



A handwritten signature in cursive script that reads "Coby Shorter, III".

Coby Shorter, III  
Deputy Secretary of State

### Exhibit "C"

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: SOS-WEB

Fax: (512) 463-5709  
TID: 10266

Dial: 7-1-1 for Relay Services  
Document: 588873120003

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**ENTRECORP, L.P.**

**FILED**  
**In the Office of the**  
**Secretary of State of Texas**

**DEC 28 2001**

**Corporations Section**

1. The name of the limited partnership is Entrecorp, L.P.
2. The address of the registered office of the Partnership is 98 San Jacinto Boulevard, Suite 250, Austin, Texas 78701, and the name of the registered agent of the Partnership at such address is Ben F. Barnes.
3. The address of the principal office of the Partnership in the United States where its partnership records are to be kept or made available under Section 1.07 of the Act is 98 San Jacinto Boulevard, Suite 250, Austin, Texas 78701.
4. The name, the mailing address, and the street address of the business or residence of the general partner of the Partnership are as follows:

Entrecorp Management, Inc.  
98 San Jacinto Boulevard, Suite 250  
Austin, Texas 78701

EXECUTED THE 21<sup>ST</sup> day of December, 2001.

**GENERAL PARTNER:**

ENTRECORP MANAGEMENT, INC.,  
a Texas corporation

By: Ben F. Barnes  
Ben F. Barnes, President

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ENTRECORP, L.P.**

FILED  
In the Office of the  
Secretary of State of Texas

DEC 09 2003

Corporations Section

Pursuant to the provisions of Section 2.02 of the Texas Revised Limited Partnership Act, the undersigned limited partnership adopts this Certificate of Amendment ("Amendment") to its Certificate of Limited Partnership:

**ARTICLE I**

Prior to the effectiveness of this Amendment, the name of the limited partnership (the "Partnership") is Entrecorp, L.P.

**ARTICLE II**

Article I of the Partnership's Certificate of Limited Partnership is hereby amended in its entirety to read as follows:

The name of the limited partnership is Ben Barnes Group, L.P.  
(the Partnership").

Executed this \_\_\_\_ day of December 2003.

ENTRECORP MANAGEMENT, INC.,  
a Texas corporation

By:   
Ben F. Barnes, President

GENERAL PARTNER





Office of the Secretary of State  
Reports Unit  
P.O. Box 12028  
Austin, Texas 78711-2028  
(Form 804)

Filed in the Office of the  
Secretary of State of Texas  
Filing #: 800040575 02/02/2011  
Document #: 352796070002  
Image Generated Electronically  
for Web Filing

**PERIODIC REPORT - DOMESTIC LIMITED PARTNERSHIP**

File Number: **800040575**

1. The limited partnership name is: **Ben Barnes Group, L.P.**
2. It is organized under the laws of: **TEXAS, USA**
3. The name of the registered agent is: **Ben Barnes**
4. The registered office address, which is identical to the business office address of the registered agent in Texas, is:  
**98 San Jacinto Boulevard, Suite 1400, Austin, TX, USA 78701**

**Consent of Registered Agent**

- ☐ A. A copy of the consent of registered agent is attached.
- OR**
- ☒ B. The consent of the registered agent is maintained by the entity.

5. The address of the principal office in the United States where the records are to be kept or made available is:  
**98 San Jacinto Boulevard, Suite 1400, Austin, TX, USA 78701**

6. The names and addresses of all general partners of the limited partnership are:

General Partner 1: (Business Name)	<b>Entrecorp Management, Inc.</b>
Address:	<b>98 San Jacinto Boulevard Suite 1400 Austin, TX, USA 78701</b>

**Execution:**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: **February 2, 2011**

**Ben Barnes**

Signature of authorized officer

FILING OFFICE COPY

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Coby Shorter, III  
Deputy Secretary of State

## Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Entrecorp Management, Inc.  
Filing Number: 113089500

Articles Of Incorporation  
Articles of Amendment  
Public Information Report (PIR)  
Public Information Report (PIR)

October 25, 1989  
December 28, 2001  
December 31, 2006  
December 31, 2013

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 29, 2015.



A handwritten signature in cursive script that reads "Coby Shorter III".

Coby Shorter, III  
Deputy Secretary of State

### EXHIBIT "D"

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: SOS-WEB

Fax: (512) 463-5709  
TID: 10266

Dial: 7-1-1 for Relay Services  
Document: 588786160003

App. 019

3 7 1 1 4 1 0 0 9 9 0

ARTICLES OF INCORPORATION  
OF  
ENTRECORP, INC.

FILED  
In the Office of the  
Secretary of State of Texas

OCT 25 1989

Corporations Section

The undersigned, a natural person over the age of eighteen years, acting as incorporator of a corporation under the Texas Business Corporation Act (the "Act"), does hereby adopt the following articles of incorporation for such corporation:

ARTICLE ONE

The name of the corporation is EntreCorp, Inc. CHARTER NO.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The purposes for which the corporation is organized are to transact any and all lawful business for which corporations may be organized under the Act.

ARTICLE FOUR

The aggregate number of shares of a single class which the corporation shall have authority to issue is One Million (1,000,000) of the par value of one-tenth of one cent (\$.001) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done, or property actually received.

ARTICLE SIX

The address of the initial registered office is 600 Congress Avenue, Suite 1630, Austin, Texas 78701, and the name of its initial registered agent at such address is Ben Barnes.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve as the initial director is:

Ben F. Barnes  
600 Congress Avenue, Suite 1630  
Austin, Texas 78701

ARTICLE EIGHT

The corporation shall be authorized (subject to Article 2.03F of the Act) to repurchase its own shares to the extent of the aggregate of unrestricted capital surplus and unrestricted reduction surplus available therefor.

ARTICLE NINE

The name and address of the incorporator is Ben Barnes, 600 Congress Avenue, Austin, Texas 78701.

EXECUTED this 16th day of October 1989.

Ben Barnes

Ben Barnes

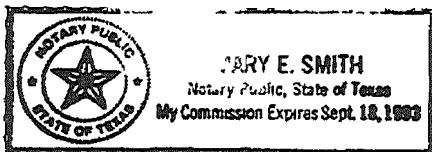
Acknowledgement

THE STATE OF TEXAS

COUNTY OF TRAVIS

§  
§  
§

This instrument was sworn to before me by Ben Barnes on the 16th day of October 1989.



Mary E. Smith  
Notary Public, State of Texas

FILED  
In the Office of the  
Secretary of State of Texas

DEC 28 2001

Corporations Section

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ENTRECORP, INC.

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, Entrecorp, Inc., a Texas corporation (the "Corporation"), adopts the following amendment to the Articles of Incorporation of the Corporation:

FIRST

The name of the Corporation is Entrecorp, Inc.

SECOND

On December 21<sup>st</sup>, 2001, the sole director of the Corporation executed a written consent setting forth the following amendments to the Articles of Incorporation of the Corporation and directing that such amendments be submitted to the sole shareholder of the Corporation for approval and adoption:

1. ARTICLE ONE of the Corporation's Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE ONE

"The name of the Corporation is Entrecorp Management, Inc."

2. ARTICLE SIX of the Corporation's Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE SIX

"The street address of the registered office of the Corporation is 98 San Jacinto Boulevard, Suite 250, Austin, Texas 78701, and the name of its registered agent at such address is Ben Barnes."

THIRD

The above amendment to the Articles of Incorporation was adopted by the sole shareholder of the Corporation on December 21<sup>st</sup>, 2001.


FOURTH

The number of shares of the Corporation outstanding and entitled to vote at the time of adoption of the foregoing amendment was 1,000 shares of the Corporation's common stock, par value \$.001 per share.

FIFTH

The holder of all the issued and outstanding shares of the Corporation entitled to vote on the foregoing amendment executed a written consent approving and adopting such amendment.

EXECUTED the 21<sup>st</sup> day of December, 2001.

  
Ben Barnes, President

Comptroller  
of Public  
Accounts  
FORM  
a. T Code05-102  
(Rev. 1-05/24)

3333

b. ■

Do not write in this space. 06312401000 0003

**TEXAS FRANCHISE TAX  
PUBLIC INFORMATION REPORT**

MUST be filed to satisfy franchise tax requirements

Corporation name and address

Entrecorp Management, Inc.  
98 San Jacinto, Suite 250  
Austin TX 78701c. Taxpayer identification number  
30113595356d. Report year  
2006e. PIR / IND ☐ 1 ☐ 4Secretary of State file number or, if none,  
Comptroller unchartered numberItem k on Franchise Tax Report,  
Form 05-142 0113089500

If the preprinted information is not correct, please type or print the correct information.

The following information MUST be provided for the Secretary of State (SOS) by each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

☐ Check here if there are currently no changes to the information preprinted in

Section A of this report. Then, complete Sections B and C.

**Please sign below!**

Officer and director information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers and directors change throughout the year.

Corporation's principal office

98 San Jacinto, Suite 250 Austin TX 78701

Principal place of business

98 San Jacinto, Suite 250 Austin TX 78701

**SECTION A. Name, title, and mailing address of each officer and director.**

NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
Ben F. Barnes	P	<input type="checkbox"/> YES	
MAILING ADDRESS 98 San Jacinto Austin, Texas 78701			
Ben F. Barnes	S	<input type="checkbox"/> YES	
MAILING ADDRESS 98 San Jacinto Austin, Texas 78701			
		<input type="checkbox"/> YES	
MAILING ADDRESS			
		<input type="checkbox"/> YES	
MAILING ADDRESS			
		<input type="checkbox"/> YES	
MAILING ADDRESS			

**SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation or limited liability company.**

Name of owned (subsidiary) corporation	State of Incorporation	Texas SOS file number	Percentage Interest
NONE			
Name of owned (subsidiary) corporation	State of Incorporation	Texas SOS file number	Percentage Interest

**SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company.**

Name of owning (parent) corporation	State of Incorporation	Texas SOS file number	Percentage Interest
NONE			

Registered agent and registered office currently on file. (See instructions if you need to make changes.)

Agent: Ben F. Barnes ☐ Check here if you need forms to change this information. Changes can also be made on-line at <http://www.sos.state.tx.us/corp/sosda/index.shtml>

Office: 98 San Jacinto Austin TX 78701

I declare that the info. in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this corp. or limited liab. company or a related corporation.

sign here	Office, director, or other authorized person	Title	Date	Daytime phone (Area code & number)
		President	10/13/06	512-322-0128

Creative Solutions